

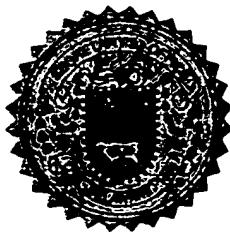
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NICOLET BIOMEDICAL INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "THERMO BIOMEDICAL INC." UNDER THE NAME OF  
"THERMO BIOMEDICAL INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 2000, AT 4  
O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2471465

DATE: 06-13-03

EXHIBIT

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CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING

NICOLET BIOMEDICAL INC.  
(a California Corporation)

INTO

THERMO BIOMEDICAL INC.  
(a Delaware Corporation)

THERMO BIOMEDICAL INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Corporation was incorporated on the 7<sup>th</sup> day of August, 1995, pursuant to the Delaware General Corporation Law (the "DGCL").
2. That the Corporation owns one hundred percent (100%) of the outstanding shares of common stock, par value \$0.01 per share, of Nicolet Biomedical Inc. ("Nicolet"), a corporation incorporated on the 26<sup>th</sup> day of July 1976 under the General Corporation Law of California (the "GCLC").
3. That the following resolutions were adopted in accordance with DGCL Section 253 and in accordance with GCLC Section 1110, by unanimous written Consent of the Directors of the Corporation on October 4, 2000:

RESOLVED, that the Corporation be, and hereby is, authorized pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 1110 of the GCLC, to merge (the "Nicolet Merger") Nicolet Biomedical Inc., a California corporation, of which the Corporation owns one hundred percent (100%) of the outstanding shares of each class of stock, with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Surviving Corporation"); and that (i) at the effective time of the Nicolet Merger each outstanding share of common stock of Nicolet Biomedical Inc., par value \$0.01 per share (the "Nicolet Shares"), be cancelled, (ii) the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation from and after the Nicolet Merger, and (iii) the officers and directors of the Corporation immediately prior to the Nicolet Merger shall be the officers and directors of the Surviving Corporation; and

RESOLVED, that the Chief Executive Officer, the President, any Vice President, the Treasurer, the Chief Financial Officer, and the Secretary, or any Assistant Secretary of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and file a Certificate of Ownership and Merger with the Secretary of State of Delaware and a Certificate of Ownership with the Secretary of State of California, and any additional document required under the DGCL or GCLC as they or any of them may deem necessary or advisable to effect the Nicolet Merger; and

RESOLVED, that the Nicolet Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Certificate of Ownership with the Secretary of State of California.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 13th day of December, 2000.

THERMO BIOMEDICAL INC.

By: 

Sandra L. Lambert, Secretary